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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 10-Q

C92-2260A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES AND EXCHANGE ACT OF 1934

For Quarter Ended February 28, 1992 Commission File No. 0-17598

C SQUARE VENTURES, INC.
(Exact Name of Registrant as Specified in its Charter)

TEXAS	76-0260145
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

320 South Military Trail, Deerfield Beach, Florida 33442
(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, Including Area Code 305/480-9119

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past ninety days.

Yes X No _____

The number of shares of registrant's Common Stock, $.003 par value, outstanding as of February 28, 1992 was 4,444,667 shares.

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C SQUARE VENTURES, INC.

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PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

C SQUARE VENTURES, INC.
(A Developmental Stage Company)
BALANCE SHEET

	February 28, 1992 (Unaudited)	May 31 1991
ASSETS		
CURRENT ASSETS:		
Cash	$ 2,271	$ 410
Note Receivable - related party	3,825	0
Total Current Assets	6,096	410
FIXED ASSETS:		
Equipment	993	993
Less: Accumulated Depreciation	(249)	(99)
Total Fixed Assets	744	894
OTHER ASSETS:		
Organization costs, net	350	500
TOTAL ASSETS	$ 7,190	$ 1,804
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accrued expenses	$ 57,100	$ 37,742
Accounts Payable	6,680	481
Notes Payable - related party	6,497	3,613
Total Current Liabilities	70,277	41,836
STOCKHOLDERS' EQUITY:		
Common Stock, $.003 par value, authorized 16,666,667 shares; issued and outstanding, 4,444,667 shares	$ 13,334	$ 13,334
Additional paid-in capital	819,234	819,234
Deficit accumulated during the developmental stage	(895,655)	(872,598)
Total Stockholders' Equity	(63,087)	(40,030)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 7,190	$ 1,804

The accompanying notes are an integral part of these financial statements.

C SQUARE VENTURES, INC.
(A Developmental Stage Company)
STATEMENT OF OPERATIONS
(Unaudited)

	Three Months Ended February 28, 1992	Three Months Ended February 28, 1991	Nine Months Ended February 28, 1992	Nine Months Ended February 28, 1991
OPERATING REVENUES	$ 0	$ 0	$ 0	$ 0
*GAIN - STOCK SOLD	17,824	0	17,824	0
MISCELLANEOUS INCOME	52	0	52	0
OPERATING EXPENSES	(18,997)	(11,007)	(41,132)	(58,305)
OPERATING INCOME (LOSS)	(1,121)	(11,007)	(23,056)	(58,305)
INTEREST INCOME	0	7,841	200	23,888
LOSS ON DISPOSITION	0	0	(0)	(894)
NET INCOME (LOSS)	(1,121)	(3,166)	(23,056)	(35,311)
EARNINGS (LOSS) PER SHARE	NIL	NIL	NIL	NIL
WEIGHTED AVERAGE SHARES OUTSTANDING	4,444,467	4,444,667	4,444,667	4,444,555

* See Subsequent Events under Material Changes in Financial Conditions, Liquidity and Capital Resources.

The accompanying notes are an integral part of these financial statements.

C SQUARE VENTURES, INC.
(A Developmental State Company)
STATEMENT OF CASH FLOWS
(Unaudited)

	Nine Months Ended February 28, 1992	1991
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (Loss)	(23,059)	(35,311)
Adjustments to Reconcile Net Income (loss) to Net Cash Provided By Operating Activities:		
Depreciation & Amortization	300	225
CHANGES IN ASSETS AND LIABILITIES:		
(Increase) in accrued interest receivable	0	(23,184)
(Increase) Decrease in prepaid expenses	0	286
Increase (Decrease) in accounts payable	6,199	0
Increase (Decrease) in accrued expenses	19,359	28,761
(Increase) Decrease in notes receivable	(3,825)	
Increase (Decrease) in payroll taxes	0	376
Net Cash Provided (Used) by Operating Activity	(1,023)	(28,845)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Increase (Decrease) in reserves for bad debts	0	3,100
(Increase) Decrease in notes receivable	0	1,900
Sale of Equipment	0	894
Equipment Purchase	0	(994)
Net Cash Provided (Used) by Investing Activities	0	4,900
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase (Decrease) in loans payable	2,884	3,188
Net Cash provided (Used) by Financing Activities	2,884	3,188
NET INCREASE (DECREASE) IN CASH	1,861	(20,757)
CASH AT BEGINNING OF PERIOD	410	20,776
CASH AT END OF PERIOD	2,271	19

The accompanying notes are an integral part of these financial statements.

C SQUARE VENTURES, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF REPRESENTATION

The accompanying financial statements reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the financial position and the results of operations for the interim periods represented.

Certain financial information which is normally included in financial statements prepared in accordance with generally accepted accounting principals, but which is not required for interim reporting purposes has been condensed or omitted. The accompanying financial statements should be read in conjunction with the financial statements and notes thereto as of May 31, 1991, contained in the Company's Annual Report on Form 10-K.

2. EARNINGS (LOSS) PER SHARE

Per share information is computed based on the weighted average number of shares outstanding during the period.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Material Changes in Results of Operations

During the quarter ended February 28, 1992, the Company continued its search for suitable potential merger or acquisition candidates as well as its consideration for possible subsidiary shell merger/spin-off candidates.

As the Company has had limited operations since its inception and for the quarters ended February 28, 1992 and 1991, the Company had no operating revenues for said quarters. For the quarters ended February 28, 1992 and 1991, the Company had operating expenses of $18,996 and $11,007, respectively, consisting primarily of professional fees, office expenses, telephone expenses and travel expenses all relating to the Company's search for and negotiations with potential merger or acquisition candidates, and compliance with reporting requirements associated with the Company's status as a public company. Thus the Company reported an operating loss of $1,120 for the period as compared to income of $3,166 for the quarter ended February 28, 1991. For the same quarter, the Company reported no interest income reported in this quarter in 1992, as compared to interest income of $7,841 in 1991, thus resulting in a net loss for the period of $1,120 and $3,166, respectively.

Material Changes in Financial Conditions, Liquidity and Capital Resources

An accurate barometer of the Company's liquidity is its cash balances. The Company's cash balances were $2,271 at February 28, 1992 as compared to $19 at February 28, 1991, the same period of the preceding year.

The Company's operations have been and continue to be conducted on a severely curtailed basis. Management of the Company is funding the cash needs via foregone consulting fees and direct loans for the interim period until a merger or acquisition is effected. The Company presently has outstanding warrants, the exercise of which would provide the Company up to approximately $5,400,000. Due to the present financial condition of the Company, there is no assurance that any of these warrants will be exercised.

Subsequent Events

The distribution of common stock by Spectrum Pharmaceutical Corporation, subsidiary merged July 25, 1991, to the shareholders of C Square Ventures, Inc. and subsequent return of a portion of the 5.7% of the common stock totaling 165,000 shares of Spectrum distributed shares by Management to the Treasury of the Company resulted in an opportunity for cash reserves to be reestablished upon the sale of said shares to the public. Proceeds from sale of stock during the quarter ended February 28, 1992 totaled $17,824. Subsequent sales through March, 1992 resulted in a net gain of $56,267.52 to the Company.

PART II -- OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

A. Exhibits

None

B. Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

C SQUARE VENTURES, INC.

Date: _____ By: _____
CARL H. CANTER, President

Date: _____ By: _____
ROBERTA WEHR, Chief Financial